



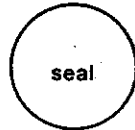
सत्यमेव जयते

## CERTIFICATE OF INCORPORATION

No. 19882 of 1977 - 78

I hereby certify that MAHARASHTRA FILM, STAGE AND CULTURAL DEVELOPMENT CORPORATION LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at BOMBAY this TWENTY-SIXTH day of SEPTEMBER one thousand nine hundred and SEVENTY-SEVEN.



The seal of the Registrar of  
Companies, Maharashtra.

**D. J. BISWAS**

Registrar of Companies,  
Maharashtra

**MEMORANDUM OF ASSOCIATION OF MAHARASHTRA FILM,  
STAGE AND CULTURAL DEVELOPMENT CORPORATION  
LIMITED**

- I. The name of the Company is MAHARASHTRA FILM, STAGE AND CULTURAL DEVELOPMENT CORPORATION LIMITED.
- II. The Registered Office of the Company will be situated in the state of Maharashtra.
- III. The objects for which the Company is established are :

**A. THE MAIN OBJECTS OF THE COMPANY TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION :**

1. To, aid, assist, counsel, protect, organise, initiate, promote and accelerate cultural activities in the field of cinema, dramatics, folk art including tamasha, music, dance and other performing arts.

2. To develop, aid, assist, initiate, promote, organise and finance the production, distribution and exhibition of films generally and especially in Marathi including grant of assistance on specially favourable terms as well as in other languages.

3. To aid, assist, promote, organise, initiate and develop stage and performing arts in Maharashtra by providing suitable infra-structure on commercial basis such as providing first-run cinema/drama theatres in key centres.

4. To start, develop, maintain, expand, modernise, manage and run on commercial lines film cities and to take over and manage existing film city at Goregaon, Bombay.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT :**

5. To undertake and promote construction of cinema theatres including drama theatres, pre-view theatres, mobile semi-permanent theatres, studios, music halls, auditoriums etc. both on its own as well as by providing financial assistance to suitable entrepreneurs or organisations for that purpose and to modify, modernise, renovate, repair and re-equip the existing studios,

theatres, etc. either on its own or by financially assisting suitable entrepreneurs or organisations for that purpose.

6. To establish and maintain museums, archives, research centres, film, music and dance academies, libraries, films tape libraries, laboratories, schools, to preserve interest and to promote research and study in folk art and dramatics and performing arts including music and dance in Maharashtra and generally undertake all necessary activities in the field of research and development of performing arts including films in Maharashtra.

7. To arrange and organise film festivals, drama festivals, music and dance conferences and also festivals of folk art.

8. To assist, guide and advise entrepreneurs in the matter of export of their films on agency or suitable terms.

9. To undertake and implement such schemes relating to the development of film, stage and culture as may be transferred by the State or the Central Government.

10. To assist, guide, advise in securing proper machinery, equipment and accessories required for the film and stage industry including hire purchase facilities both for film production as well as for Marathi stage and performing arts.

11. To instal and run processing laboratories, houses, processing plants and to provide facilities such as common facility centres on its own or by assisting through suitable entrepreneurs or organisations.

12. To take special measures for fostering and development of Marathi film industry including grant of assistance on specially favourable terms.

13. To establish cultural centres to provide training in all departments of film making, dramatics in Maharashtra, generally and especially Marathi film making dramatics, performing arts of Maharashtra including music and dance.

14. To organise and run schemes for grant of maintenance assistance to deserving and established artistes in the field of Marathi films, stage in Maharashtra and similarly schemes for grant of assistance to deserving organisations in Maharashtra engaged in the promotion and furtherance of Marathi films, stage in Maharashtra and performing arts in Maharashtra.

15. To take part in the cultural exchange programmes of the Government of India.

16. To buy, underwrite, invest in and acquire and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Company or body corporate or un-incorporated or by a person or association having altogether or in part similar objects as this Company or connected with cultural activities in the field of cinema, dramatics, folk arts and other performing arts.

17. To acquire any shares, stocks, debentures, debenture-stocks, bonds, obligations or securities issued by a Company, body corporate or un-incorporated by original subscription, participation in syndicates, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to guarantee and the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

18. To take part in the formation, management, supervision or control of the business or operations of any company or undertaking connected with cultural activities in the field of cinema, dramatics, folk art and other performing arts or having altogether or in part similar objects as this company, and for that purpose to render technical and managerial services and act as administrators, or in any other capacity and to appoint and remunerate any directors, administrators, managers or accountants or other experts or agents and to share in the remuneration payable to Managing Agents of such company or undertaking.

19. To receive moneys, grants, subventions, donations, shares or deposits, conditionally or otherwise, with or without allotment of interest.

20. To appoint trustees (whether individuals or corporations) to hold securities on behalf of and to protect the interests of the company.

21. To promote, organise, manage, hold, dispose of or deal with shares or securities or Unit Trusts whether fixed or of variable character.

22. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as may be determined.

23. To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or co-operate with or subsidise or assist in any way any company, association or person connected with cultural activities in the field of cinema, dramatics, folk art and other performing arts or having objects altogether or in part similar to those of this Company.

24. To sell, improve, manage, develop, exchange or purchase, lease, mortgage, surrender, abandon and in any other manner deal with or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.

25. To build, construct, erect, improve, maintain, alter, enlarge, purchase, hire or otherwise acquire to provide any theatre buildings, studios, laboratories, offices, factories, workshops, tools and implements, apparatus, plants or machinery or other things necessary or useful for the purpose of carrying out the objects of the Company and to dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

26. To purchase, take on lease in exchange or otherwise acquire lands and other hereditaments of any tenure, for the objects aforesaid and to sell, lease or otherwise dispose of any personal property of the Company.

27. To purchase, take on lease, or tenancy or in exchange hire, renew or otherwise acquire and hold any estate or interest, and to let or sub-let in whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plants, stock-trade, business concerns, options, contracts, claims, choses-in-action and any real and personal property of any kind necessary or convenient for any business of the Company and either to

retain the same for the purpose of Company's business or to turn the same to account as may seem expedient.

28. To procure capital or financial assistance or accommodation for, or provide machinery, equipment, technical and managerial assistance, information, instructions, inspections, supervision and other facilities to any of the aforesaid objects effectively.

29. To establish, promote, subsidise and otherwise assist, any company or companies, syndicate or other concern for the purpose of setting up any commercially viable activity cognate to the furtherance of the Company.

30. To apply for and take out, purchase or otherwise acquire any trade mark, patents, rights, inventions, copyright, designs or secret processes, which may be useful for the Company's objects and to grant licences to use the same, and to work, develop, carry out, exercise and turn to account the same.

31. To issue, or guarantee the issue of, or the payment of interest on the shares, debentures, debenture stock, or other securities or obligations of any company or association, connected with cultural activities in the field of cinema, dramatics, folk art and other performing arts and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

32. To open an account, make, draw, accept, endorse, discount, execute, issue and negotiate cheques, bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.

33. To receive grants, donations, subventions, purposive or otherwise loans, advances or other moneys on deposit or otherwise, from the Central Government or State Government, local bodies, Bank, Companies, Trusts, organisations or individuals, with or without allowance of interest thereon.

34. To lend money to such persons or companies connected with cultural activities in the field of cinema, dramatics, folk-art and other performing arts and on such terms as may seem expedient.

35. To invest and deal with the moneys of the Company not immediately required in such manner, other than in the shares of this Company, as may from time to time be determined.

36. To acquire by subscription, purchase or otherwise, and to accept and take hold and sell shares or stocks in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely, directly or indirectly, to promote or advance the interests of this Company.

37. Generally to deal with all such other matters and things as may appear to be incidental or conducive to the attainment of the above objects or any of them or consequential upon the exercise of its powers or discharge of its duties.

38. To establish and regulate branches or agencies of the Company at any place in India or elsewhere and discontinue the same.

39. To collect and furnish information on matters affecting the production, exhibition or distribution of films and performing arts in Maharashtra and other data relevant to them, elsewhere in India and abroad.

40. To obtain, aid and advise in securing foreign exchange and foreign collaboration required by any film industry.

41. To prosecute and execute directly or by contributions or other assistance, any such works, undertaking, projects or enterprises, in which or for the prosecution whereof or on the security whereof, or of any profits or emoluments derivable therefrom, the Company shall have invested money, embarked capital, or engaged its credit.

42. To form, promote or organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company or any other company connected with the cultural activities in the field of cinema, dramatics, folk arts and other performing arts or of advancing directly or indirectly the objects thereof or for any other purpose which the company may think expedient and to take or otherwise acquire, hold and dispose of

shares, debentures and other securities in or of any such company and to subsidise or otherwise assist any such company.

43. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promisory notes and other negotiable or transferable instruments.

44. To acquire from time to time and to manufacture and deal in all such stock-in-trade, goods, chattel and effects as may be necessary or convenient for any business for the time being carried on by the Company.

45. To carry on business of financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial trading and other operations and such other business (permissible by the law of the country) which may seem to be capable to being conveniently carried on in connection with any of the objects or calculated directly or indirectly or to enhance the value of or facilitate the realisation of or render profitable any of the properties or rights of the Company.

46. To establish, provide, maintain and conduct, or otherwise subsidise or become member of training Institutions and research laboratories and experimental workshops for scientific, technical research and experiments and to undertake and carry on scientific and technical researches, experiments, and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors, teachers or workers and by providing for the award of exhibitors, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches investigations, experiment test and inventions of any kind that may be considered likely to assist in achieving objects of the company.

47. To receive money on deposit or loan and borrow or raise or secure the payments of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the



Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge, or line to secure and guarantee performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be provided, however, that the company shall not carry on any business of banking as defined in the Banking Regulation Act, 1949.

48. To remunerate any Corporation or person whether a Director of the Company or not in the form of brokerage, commission, royalty for technical know-how and for others, or otherwise, for any services rendered to the company or for introducing business, obtaining subscriptions of or guaranteeing the subscriptions of or placing or assisting in placing the shares, debentures, debenture stock or securities of the Company or association promoted by this company or in which it is interested or otherwise assisting or rendering services to the Company.

49. To refer or agree to refer any claims, demands, disputes or any other question, by or against the company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

50. To pay all expenses of and incidental to the formation and registration of the company and the issue of its capital including any underwriting or other commissions, brokerage, fees and charges in connection therewith.

51. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting or industrial or labour problems or troubles or the promotion of industry or trade provided such an association, body or movement is connected with cultural activities in the field of cinema, dramatics, folk art and other performing arts.

52. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining the business or any of the property of the Company or for any other purposes conducive to the interest of the Company.

53. To encourage, assist and extend knowledge and information connected with cultural activities in the field of cinema, dramatics, folk-art and other performing arts by the organisation, presentation of prizes, awards, medals, trophies, etc. or by lectures, discussions, correspondence, conferances, etc., by publication of magazines, newspapers, periodicals, maps, charts, statistics, books of reference, etc. by examining and criticising stories, scripts etc.

54. To help development of non-theatrical, non-commercial exhibition of firms, or stage performances including exhibition on television circuits.

55. To assist, guide associate in the production of and exhibition of films and live programmes on T. V. with a view to project the cultural heritage and activities in Maharashtra, in India and abroad.

56. To provide for the welfare of persons in the employment of the Company and the wives, widows and families of such persons, by establishing Provident of other Funds, by grants of money pensions or other payments and by providing or subscribing to places of instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance, to build, construct dwelling houses or accommodation of all types as the Company shall think fit, and to subscribe money to or for and otherwise help any charitable or benevolent object or any exhibition or any public show or useful object.

57. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any of the property and rights of the company.

58. To insure the whole or any part of the property, risk or profits of the company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise and to apply all preliminary incorporations and undertaking expenses.

59. To establish or support, or aid in the establishment or support of associations, institutions, funds, trust and convenience calculated to benefit employees or exemployees of the Company or its predecessors in business or the dependents or of such persons and to grant pensions

and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition for any public, general or useful objects.

60. To place to reserve or to distribute bonus shares among the members, or otherwise to apply as the company may, from time to time, think fit, any moneys received by way of premium on shares issued at a premium by the Company and moneys received in respect of dividends accorded on forfeited shares.

61. To distribute all or any of the property of the Company amongst the members in specie or kind as may be permissible under the Companies Act.

62. To hold in the names of other any property which the Company is authorised to acquire.

63. To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

64. To transact or carry on agency business which may be carried on along with any of the above business.

65. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings connected with cultural activities in the field of cinema, dramatics, folk arts and other performing arts, and generally of any assets, concessions and properties or rights.

66. To procure the registration or recognition of the company in or under the laws of any place outside India.

67. To take such steps as may be necessary to give the company the same rights and privileges in any part of the world as are possessed by local companies or partnership of a similar nature.

68. To communicate with- film producers associations and other organizations connected with film industry; dramatics, performing arts etc. in India and elsewhere and concert and promote measures for the protection and advancement of film industry, dramatics, performing arts, etc.

C. OTHER OBJECTS – NIL.

IV. The liability of the members is limited.

V. The authorized share capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 15,00,000 (Fifteen lakhs) Equity Shares of Rs. 100 (Rupees one hundred only) each with power to increase or reduce such Capital from time to time, in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the Capital for the time being into Equity shares Capital or Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions. If and whenever the Capital of the Company, is divided into shares of different classes, the rights of any such class may be varied, modified, effected, extended, abrogated or surrendered as provided in the Articles of Association of the Company and the legislative provisions for the time being in force.

**(Clause No V substituted w.e.f. 1<sup>st</sup> Oct 2008)**

We, the several persons whose names, address and descriptions are subscribed hereto, are desirous of being formed into a company in pursuance of this Memorandum of Association and we' respectively agree to take the number of shares in the capital of the company set opposit our respective names

Serial No.	Name, Address, description and occupation of Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, Address, Description and occupation of witness and their signature
1	2	3	4	5
1	<p>Governer of Maharashtra Represented by :</p> <p>Shri Vasant, son of Shri Balwant Ramrao Mandelkar, 20/5, 'Ravi', Juhu Society, Daulatrao Desai Nagar, Off Juhu Road, Santacruz (West), Mumbai - 400 054. Secretary to the Government of Maharashtra, Social Welfare, Cultural Affairs. Sports and Tourism Department, Mantralaya, Mumbai - 400 032.</p>	Nine (9)	Sd/- (V. B. Mandlekar)	Shri Ram, son of Shri Narayan Hari Gabale, 686, Manjula Niwas, 16th Road, Khar, Mumbai - 400052, Director (Films), Government of Maharashtra.
2	<p>Shri Damodar, son of Shri Kashinath Wasudeo Kenkre 23, Kala Nagar, Bandra (East), Mumbai - 400 051, Director of Cultural Affairs, Maharashtra State.</p>	One (1)	Sd/- (D. K. Kenkre)	Shri Dnyaneshwar, son of Shri Marutirao Ramchandra Dhage, 41, Mangesh Sadan, L. J. Road, Shivaji Park, Mumbai - 400 028.

Bombay, dated this 26th day of September 1977.

# ARTICLES OF ASSOCIATION OF MAHARASHTRA FILM, STAGE AND CULTURAL DEVELOPMENT CORPORATION LIMITED

## I. INTERPRETATIONS

**Definitions  
of the Act.**

1. In these Articles unless there be something in the subject or context inconsistent therewith:

"The Company" means Maharashtra Film, Stage and Cultural Development Corporation Limited.

"The Act" means the Companies Act, 1956, (1 of 1956) as may be in force from time to time and includes all rules made thereunder.

"The Office" means the Registered Office of the Company.

"The Governor" means the Governor of Maharashtra.

"In writing" and "written" include printing, lithography and other modes representing or reproducing words in a visible form.

"The Directors" means the Directors for the time being of the Company.

"Dividend" includes bonus.

"Executor" or "Administrator" means a person who has obtained Probate or Letters of Administration, as the case may be, from some competent Court.

"Month" means a Calendar month.

"Capital" means the capital for the time being raised or authorised to be raised for the purposes of the Company and also includes the paid up capital of the Company.

"Shares" means the shares or stock into which the Capital is divided and the interest corresponding with such shares or stock.

"Board" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board.

"Persons" includes Corporations as well as individuals.

"Seal" means the common seal for the time being of the Company.

"Financial Year" means the period in respect of which any profit or loss account of the Company laid before it in Annual General Meeting is made up, whether that period is a year or not.

Words importing the singular number includes the plural number and vice-versa.

Words importing the masculine gender also includes the feminine gender.

Expressions in the Act to bear the same meaning in articles.

Subject as aforesaid any words or expressions defined in the Act shall; except where the subject or context forbids, bear the same meaning in these Articles.

Company to be a Private Company.

2. The company is a Private Company and accordingly -

(a) The number of members of the Company is not to exceed fifty excluding (i) persons who are in the employment of the Company and (ii) persons who, having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased; but where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single member:

(b) Any invitation to the public to subscribe for any shares in, or debentures of, the Company is hereby prohibited;

(c) The right of transfer of shares shall be restricted as hereinafter provided.

Company to be a Government Company.

3. The Company will be a Government Company within the definition of section 617 of the Companies Act, 1956.

Table "A" to apply except otherwise provided.

4. The Regulation contained in Table "A" in the First Schedule to the Act shall apply except in so far as they have been specifically excluded by/or under these Articles.

Company to be governed by these articles.

5. The Articles for the management of the Company and for the observance of the members thereof and their representative shall, subject to any exercise of the statutory powers of the Company in reference to the repeal of, alteration of or addition to its Articles by special resolution, as prescribed or permitted by the Act be such as are contained in these Articles.

## II. SHARE CAPITAL

Capital.

6. The Authorised share capital of the Company is Rs. 2,50,00,000 (Rupees two and a half Crores) divided into 2,50,000 (Two lakhs and fifty thousand) Equity Shares of Rs. 100 (Rupees one hundred only) each.

7. No part of the funds of the Company shall be employed in the purchase of or in giving loans upon the security of the Company's shares.

Company's share not to be purchased.

8. Subject to the provisions of the Act and these Articles and to the directions of the Governor, the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions as it may think fit.

Allotment of Shares.

9. The Company may at any time pay a Commission to any persons for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares, debentures or debenture stock of the Company provided that if the Commission in respect of shares is paid the statutory conditions and requirements shall be observed and complied with any amount of rate of Commission in case of shares shall not exceed 5 percent of the price at which the shares are issued and in case of debentures 2 1/2 per cent of the price at which the debentures are issued. The Commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.

Commission for placing shares.

10. Every person whose name is entered as a member in the Register shall without payment be entitled to a certificate under the Common Seal of the Company specifying the share or shares held by him and the amount paid thereon :

Share Certificate.

provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint-holders shall be sufficient delivery to all.

11. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, and on such terms, if any, as to evidence and indemnity as the Board thinks fit.

Issue of new share certificate in place of one defaced, lost or destroyed.

### III. CALL ON SHARES

12. The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares and specify the time of payment and each member shall pay to the Company at the time or times so specified the amount called on his shares :

Calls on Shares.



Provided, however, that the Board may from time to time at its sole discretion extend the time fixed for the payment of any call.

When interest  
on call  
payable.

13. If the sum payable in respect of any call be not paid on or before the day appointed for payment thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made, shall pay interest on the same at such rate not exceeding 6 per cent per annum as the Board may fix, from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.

Payment in  
anticipation of  
calls may carry  
interest.

14. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 6 percent per annum as the members paying such sum in advance and the Board agreed upon, the Board may at any time, repay the amount so advanced upon and giving to such members three months notice in writing.

Joint holders'  
liability to pay.

15. The joint holders of a shares shall be jointly and severally liable to pay all calls in respect thereof.

Trust not to be  
recognised as  
share holder.

16. No person shall be recognised by the Company as holding any shares upon any trust and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatever in respect of any share other than an absolute right to the entirety thereof in the registered holder except as by these articles otherwise expressly provided or as by Act required or pursuant to any order of Court.

#### IV. LIEN

Lien on shares  
for unpaid  
calls.

17. (1) The Company shall have a first and paramount lien -  
(a) on every share (not being a fully-paid share) for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share, and

(b) on all shares (not being fully-paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate of the Company : Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

(2) The Company's lien, if any, on a share shall extend to all dividends payable thereon.

18. The Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien : Provided that no sale shall be made -

Enforcement of  
lien by sale.

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share of the person entitled thereto by reason of his death or insolvency.

19. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

Sale of Shares  
on which  
Company has  
lien.

(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(3) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

20. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

Application of  
proceeds of sale

(2) The residue, if any, shall subject to like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### V. TRANSFER AND TRANSMISSION

21. The right of members to transfer their shares shall be restricted as follows :-

(a) A share can be transferred by a member or other person entitled to transfer only to a person approved by the Governor;

Transfer and  
transmission of  
shares.

(b) Subject as aforesaid, the Board may, in its absolute and uncontrolled discretion, refuse to register any transfer of shares without assigning reason.

Notice of refusal to register transfer. Company not bound to recognise any interest in shares other than that of the registered holders.

22. If the Board refuses to register the transfer of any share it shall, within two months of the date on which the instrument of transfer is delivered to the Company, send to the transferee and transferor notice of the refusal. Save as herein otherwise provided the Board shall be entitled to treat the person whose name appears on the register of members as the holder of any share, as the absolute owner thereof and accordingly shall not (except as ordered by Court of Competent Jurisdiction or by law required) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any person whether or not it shall have express or implied notice thereof.

Execution of transfer.

23. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee in the form prescribed in that behalf and the transferor shall be deemed to retain hold of the share until the name of the transferee is entered in the Register of Members in respect thereof.

Form of transfers.

24. Shares in the Company shall be transferred by an instrument in writing in the prescribed form and in accordance with the requirements of the Act.

Instrument of transfer to be left at office and evidence of title to be given.

25. Every instrument of transfer shall be left at the registered office of the Company for registration, accompanied by the certificate of the shares to be transferred, and such evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instrument of transfer shall be retained by the Company but any instrument of transfer which the Board may decline to register shall, on demand, be returned to the person depositing the same, but Board shall have the same right to refuse to register a person entitled to the transfer by operation of law to any shares of his nominees, as if he were the transferee named in ordinary transfer presented for registration.

26. Nothing contained in Article 21 shall prejudice power of the Board to register as share-holder any person to whom the right to any shares in the Company has been transmitted by operation of law.

Transmission by  
operation of law.

27. A fee not exceeding two rupees may be charged for each transfer and shall accompany the instrument of transfer at the time of its delivery for registration.

Fee on  
transfer.

28. The Register of Members or the Register of Debenture-holders may be closed for any period or periods not exceeding in the aggregate 45 days in each year but not exceeding 30 days at any one time after giving not less than 7 day's previous notice by advertisement in some news-papers circulating in the district in which the registered office of the Company is situated or in such other manner as the Board may deem fit.

When register of  
Members or  
debenture  
holders may be  
closed.

29. So far as it concerns any share held by any person as a nominee of the Holding Company, on the latter's requiring him to transfer any such share to it or to any other person or persons nominated by it, or on any such person becoming of unsound mind or becoming or being adjudicated as insolvent, or dying, or on such person, being a company, being wound up voluntarily or by the Court or subject to the supervision of the Court, the following provisions shall take effect, namely :-

Transfer of a  
Share held by a  
nominee of  
Holding  
Company.

(a) The Holding Company may at any time serve the Company with a requisition to enforce the transfer of any such share.

(b) The Company shall thereupon forthwith give to the holder of such share, or where the holder has become of unsound mind, to his nominee or other guardian, or where the holder has become or been adjudicated as insolvent, to the assignee of his estate and effect, or where the holder is dead, to his heirs or legal representative, or where the holder, being a company, has wound up as aforesaid, to its liquidator, notice in writing of the requisition and unless within 14 days afterwards, the holder or as the case may be the Committee or guardian or assignee or heirs or legal representatives of such holder, shall execute in favour of the Holding Company or of any person or persons nominated by it, a proper transfer form in respect of such share and hand over the same alongwith the relative certificate in respect of such share to it or any other person or persons nominated by it and the Holding Company or such other person as may be nominated by it in that behalf may at any time thereafter execute a transfer in respect of suchshare for and on behalf of such holder or of his estate and the same shall be

deemed to have been duly and properly executed for and on behalf of such holder or of his estate and thereupon the holder of his estate shall cease to have any interest whatsoever in such share and the certificate of such share, if not handed over as aforesaid shall, thereupon stand cancelled and be and become void and of no effect, and the Company shall be entitled thereafter to issue a new certificate in lieu thereof a favour of the Holding Company or of such person as it may nominate.

Transfer in case  
of death or  
insolvency.

30. Any person becoming entitled to a share in consequence of the death or insolvency of a member shall, upon such evidence being produced as may from time to time be required by the Board of Directors, have the right, either to be registered as a member in respect of the share, or instead of being registered himself, to make such transfer of the share as the deceased or insolvent person could have made; but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or insolvent person before the death or insolvency.

No right before  
registration.

31. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company.

## VI. FORFEITURE OF SHARES

Notice for  
payment.

32. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board of Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

Terms of  
Notice.

33. The notice aforesaid shall -  
(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.

34. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

**Forfeiture.**

35. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

**Liability to pay.**

(2) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

36. (1) A duly verified declaration in writing that the declarant is a Director or the Manager of the Company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

**Declaration of  
Forfeiture**

(2) The Company may receive the consideration if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(3) The transferee shall thereupon be registered as the holder of the share.

(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

## **VII. ALTERATION OF CAPITAL**

37. Subject to the approval of the Governor, Board may, with the sanction of the Company in a general meeting, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

**Power to  
increase  
capital.**

On what condition new shares may be issued.

38. Subject to such directions as may be issued by the Governor in this behalf, new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Board shall determine and in particular such shares may be preference shares, Provided that no such shares (not being preference shares) shall be issued carrying voting rights or rights in the Company as a dividend Capital, or otherwise which are disproportionate to the rights attaching to the holders of other shares (not being preference shares).

How far new shares to rank with shares in original capital.

39. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting, surrender and otherwise.

New Shares to be offered to members.

40. The new shares shall be offered to the members in proportion to the existing shares held by each member and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declined to accept the shares offered, the Board may dispose of the same in such manner it thinks most beneficial to the Company.

Reduction of capital etc.

41. Subject to the provisions of sections 100 to 104 of the Act, and to such directions as may be issued by the Governor in this behalf, the Company may from time to time, by special resolution, reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets, or is superfluous, or by reducing the liability on the shares or otherwise as may seem expedient and capital may be paid off upon the footing that it may be called up again or otherwise, and the Board may, subject to the provisions of the Act, accept surrender of shares.

Sub-division and consolidation of shares

42. Subject to the approval of the Governor, the Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by section 94 of the Act and shall file with the Registrar such notice of exercise of any such power as may be required by the Act.

43. If at any time, the capital, by reason of the issue of preference shares of otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may subject to the provisions of sections 106 and 107 of the Act, be modified, abrogated or dealt with by agreement between the Company and by any person purporting to contract on behalf of the class, provided such agreement is (a) ratified in writing by the holders of at least three-fourths of the nominal value of the issued shares of that class, or (b) confirmed by a resolution passed at a separate general meeting of the holders of shares of that class supported by the votes of at least 3/4 share-holders of those shares and all the provisions hereinafter contained as to general meeting shall *mutatis mutandis* apply to every such meeting, except that the quorum thereof shall be members holding or representing by proxy one-fifth of the nominal amount of the issued shares of that class. This Article is not by implication to curtail the power of modification which the Company would have if the Article were omitted.

Power to  
modify

### VIII. BORROWING POWERS

44. Subject to the provisions of section 292 of the Act, and subject to the maximum limits as may be imposed by the Governor the Board may, from time to time, borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Power to  
borrow.

45. The Board may secure the repayment of such moneys in such manner and upon such terms and conditions in all respect as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock or by creating any mortgage, charge or other security on the undertaking of the whole or any part of the property of the company (both present and future) including its uncalled capital for the time being.

Conditions on  
which money  
may be  
borrowed

46. Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Securities  
may be  
assignable  
free from  
equities.

47. Subject to such directions as may be issued by Governor in this behalf and subject to section 76 of the Act any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise.

Issue at  
discount etc. or  
with special  
privileges.



Persons not to  
have priority  
over any prior  
charge.

48. Whenever any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take the same subject to such prior charge and shall not be entitled, by notice to the share-holders or otherwise, to obtain priority over such prior charge.

Indemnity may  
be given.

49. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may after obtaining the previous approval of the Governor execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss of such liability.

## IX. GENERAL MEETINGS

General  
Meetings.

50. The Company shall in each year hold, in addition to any other meeting, a general meeting, as its annual General Meeting and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The first Annual General Meeting of the Company shall be held within eighteen months from the date of its incorporation and thereafter subject to the provision of section 166 of the Act, the Annual General Meeting of the Company shall be held within 6 months after the expiry of each financial year. Every Annual General Meeting shall be held during business hours on a day other than a public holiday either at the Registered Office of the Company or at some other place within the city, town or village in which the Registered Office is situated.

Extraordinary  
Meeting.

51. The above mentioned General Meetings shall be called "Annual General Meetings". All other General Meetings shall be called "Extraordinary Meetings".

Board to call  
Extraordinary  
Meetings.

52. The Board may call an Extraordinary Meeting, whenever it thinks fit.

53. The Board shall call an Extraordinary Meeting whenever a requisition in writing is received in accordance with section 169 of the Act.

Extraordinary Meeting on requisition.

54. If the Board does not proceed to call a meeting within 21 days from the date of requisition being so deposited to be held not later than 45 days from the date of such deposit, then the requisitionists or the majority of them in value, or as permitted by sub-clause (b) of sub-section (b) of section 169 of the Act may themselves call the meeting, but any meeting, so called shall not be held after 3 months from the date of such deposit. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as far as possible as that in which meetings are to be convened by the Board.

When requisitionist can hold Extraordinary Meeting.

55. Seven Day's notice at least specifying the place, the day and the hour of meeting and in the case of special business, the general nature of such accompanied by an Explanatory Statement under section 173 of the Act, shall be given in the manner hereinafter mentioned and as required by section 172 of the Act to such members as are entitled in law to receive notice from the Company :

Notice of Meeting.

Provided that, accidental omission to give such notice to, or the non-receipt to such notice by any member shall not invalidate any resolution passed or proceeding at any such meeting.

## X. PROCEEDINGS OF GENERAL MEETINGS

56. The business of an Annual General Meeting shall be to receive and consider the profit and loss account, the balance-sheet and the report of the Board and of the Auditor, to declare dividends and to transact any other business which under these articles ought to be transacted at Annual General Meeting. All other business transacted at such meetings and all business transacted at an Extraordinary Meeting shall be deemed special. All business at Annual General Meeting shall be transacted in accordance with section 173 of the Act.

Business of Ordinary Meeting.

57. The Members present in person of whom one shall be representative of the Governor, shall be a quorum for a general meeting.

Quorum.

**Right of  
Governor to  
appoint any  
person as his  
representative.**

58. (1) The Governor, so long as he is a shareholder of the Company may, from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meetings of the Company.

(2) Only one of the persons appointed under sub-clause (1) of this Article who is personally present at the meeting shall be deemed to be a member entitled to vote and be present in person and exercise the same rights and powers (including the right to vote by proxy) as he could exercise as a member of the Company.

(3) The Governor may, from time to time, cancel any appointment made under sub-clause (1) of this Article and make fresh appointments.

(4) The production at the meeting of an order of the Governor authenticated as provided in the Constitution of India shall be accepted by the Company as sufficient evidence of any such appointment or cancellation of aforesaid.

**Chairman of  
General  
Meeting.**

59. The Chairman of the Board or in his absence the Vice-Chairman shall be entitled to take the Chair at every general meeting. If at any meeting both the Chairman and the Vice-Chairman are not present within half an hour after the time appointed for holding such meeting or if they are present but none of them is willing to act as Chairman the members present shall choose another Directors as Chairman and if no Director shall be present, or if all the Directors present decline to take the Chair, then the members present shall choose one of their members to be Chairman of the meeting.

**When if quorum  
not present  
meeting to be  
dissolved and  
when to be  
adjourned.**

60. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present those members who is present shall be a quorum and may transact the business for which the meeting was called.

**How questions  
to be decided at  
meeting.**

61. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll (if any), have casting vote in addition to the vote or votes to which he may be entitled as a member.

62. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy or by duly authorised representative; and unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of that fact without proof of the number or proportion of the vote recorded in favour of or against that resolution.

What is to be done in evidence of the passing of Resolution where poll not demanded.

63. If a poll is duly demanded it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

Poll.

64. The Chairman of a general meeting may with the consent of the meetings adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Power to adjourn General Meeting.

65. Any poll duly demanded on the election of a Chairman of the meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

In what cases poll taken without adjournment.

66. Any poll duly demanded on the election of a Chairman of the meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

Business may proceed notwithstanding demand of poll.

67. The chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Chairman's decision conclusive.

## XI. VOTES OF MEMBERS

68. Upon a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy or by duly authorised representative shall have one vote for every share held by him.

Vote of Members.

**No voting by  
Proxy on show  
of hands.**

69. No member who is not personally present shall, subject to article 58 (2) be entitled to vote on a show of hands.

**Vote in respect  
of shares of  
deceased and  
bankrupt  
members.**

70. Any person entitled under the transmission cause to any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that seventy-two hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Board of his right to such shares, unless the Board shall have previously admitted his right to such shares or his right to vote and such meeting in respect thereof.

**Joint holders.**

71. Where there are joint registered holders of any share any of one such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting, personal or by proxy, then one of the said persons present whose name stands first on the Register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this clause be deemed joint holders thereof.

**Vote in respect  
of shares of  
members of  
unsound mind.**

72. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on poll, by his Committee or other legal guardian and any such Committee or guardian may, on a poll, vote by proxy.

**Proxies  
permitted.**

73. On a poll, votes may be given either personally or by proxy or by duly authorised representative.

**Instrument  
appointing  
proxy to be  
writing.**

74. A member entitled to attend and vote at a meeting and may appoint another person (whether a Member or not) as his proxy to attend a meeting and vote on a poll. No member shall appoint more than one proxy to attend on the same occasion. A proxy shall not be entitled to speak at meeting or to vote except on a poll. The Instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

No members  
entitled to Vote  
etc. while calls  
due to  
Company.

78. No member shall be entitled to be present, or to vote on any question, either personally or by proxy, or as proxy for another member, at any general meeting or upon a poll or reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

Time for  
objection to  
vote.

79. No objection shall be made to the validity of any vote except at the meeting or poll, at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

Resolution in  
writing of Board  
in certain cases  
to be equivalent  
to resolution of  
General Meeting.

80. Any resolution passed by the Board, notice whereof shall be given to the members in the manner in which notices are hereinafter directed to be given and which shall within one month after it shall have been so passed, be ratified and confirmed in writing by members entitled at a poll to three-fifths of the vote shall be as valid and effectual as a resolution of a general meeting; but this clause shall not apply to a resolution for winding up the company or to a resolution passed in respect of any matter which by the statute or by these Articles ought to be dealt with by a special resolution.

## XII. BOARD OF DIRECTORS

Number of  
Directors.

81. Subject to the provisions of the section 252 of the Companies Act, 1956 and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two and not more than eleven. The Directors are not required to hold any qualification shares. The First Directors shall be :

- (1) Shri Damodar Tatyaba Rupwate
- (2) Shri Sushilkumar Sambhaji Shinde.
- (3) Shri Vasant Balwant Mandlekar
- (4) Shri Damushet Kashinath Kenkare
- (5) Shri Ram Narayan Gabale

82. (1) The Directors shall be appointed by the Governor.

**Appointment of  
Directors.**

(2) The Governor shall appoint one of the Directors to act as a Chairman of the Board of Directors. Till any appointed by the Governor, the Board will appoint one of its Directors to act as a Chairman.

(3) The first Directors shall be for a period of three years. Thereafter at every Annual General Meeting of the Company one-third of the Directors, including Chairman of the time being, or if their number is not three of the Directors, including Chairman of the time being, or if their number is not three or multiple of three, the number nearest to one-third, shall retire from office by rotation. A retiring Director including the Chairman shall be eligible for re-appointment.

(4) The Governor shall have the power to remove a Director including the Chairman at any time in his absolute discretion.

(5) The Governor shall have the right to fill any vacancy in the office of a Director caused by retirement, removal, resignation, death or otherwise.

83. (1) The remuneration of each Director shall be such fee for each meeting of the Board or a Committee thereof attended by him as may be determined by the Governor.

**Remuneration of  
Directors.**

(2) The Board may with the sanction of the Governor allow and pay to the Director who has to travel on Company's business or for the purpose of attending a meeting such sums as the Board may consider fair for travelling, boarding, lodging and other expenses in addition to his fee for attending such meeting as may be specified, and if any Director be called upon to go and reside out of town in which he normally resides on the Company's business or for the purpose of attending the meeting he shall be entitled to be paid or reimbursed any travelling or other expenses incurred in connection with the business of the Company.

84. Notwithstanding anything contained in the last preceding Article or any other Article if a Member of the State Legislature or of Parliament is appointed as the Chairman or other Director, he shall not be paid any salary or any remuneration, but he shall be paid the travelling allowance, the daily allowance and such other allowances which may be payable to him for the purpose of meeting the personal expenditure incurred in attending the meetings of the Board or its Committees or in performing any other functions at the Chairman or other Director as the case may be.

**Members of  
Legislature or  
Parliament not  
entitled to any  
remuneration  
other than  
compensatory  
allowances as  
Director.**

### XIII. POWERS OF BOARD OF DIRECTORS

General powers  
of the Company  
vested in  
Board.

85. (1) Subject to the provisions of the Act the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do : Provided that the Board shall not exercise any power or do any act or thing which is directed or required, where by the Act or by any other Act or by the Memorandum or Articles of Association of the Company or otherwise, to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provision contained in that behalf in the Act or any other Act, or in the Memorandum or Articles of the Company or in any regulation not inconsistent therewith and duly made thereunder including Regulation made by the Company in General Meeting.

(2) No Regulation made by the Company in General Meeting shall invalidate any prior act of the Board, which would have been validated if that regulation had not been made.

Specific powers  
of the Board.

86. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these Articles and subject to the provisions of the Act the Board shall have the following powers, that is to say, power :

To acquire  
property.

(1) To purchase, take on lease or otherwise acquire for the Company, property rights or privileges which the Company is authorised to acquire at such price, and generally on such terms and conditions as it think fit;

Works of capital  
nature.

★ (2) To authorise, if necessary, by way of reappropriation of funds within the sanctioned provisions, the undertaking of works of a capital nature, as have been included in the Capital Budget, approved by the Governor.

★ (2) (A) To authorise undertaking of urgent minor works costing upto Rs. 1 lakh irrespective of their inclusion in the Capital Budget.

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★ AMENDMENT : (vide Resolution passed in Ex. G. M. held in 21-11-79.)



- (3) To pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- To pay for property in debentures etc.
- (4) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge on all or any of the property of the company and its uncalled capital for the time being or in such manner as they may think fit;
- To secure contract by mortgage.
- (5) To appoint and at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time, think fit, and to determine its powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as it thinks fit, provided that no appointment the maximum pay of which is more than Rs. 1,800 per mensem shall be made without the prior approval of the Governor;
- To appoint Officers etc.
- (6) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company, any property belonging to the Company or in which it is interested or for any other purposes and to execute and to all such deeds and other things as may be requisite in relation to any trust, and to provide for the remuneration of such trustee or trustees;
- To appoint Trustees.
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company;
- To bring and defend action etc.
- (8) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards;
- To refer to arbitration.
- (9) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company;
- To give receipt.

To authorize  
... etc

(10) To determine who shall be entitled to sign on the Company's behalf, bills, receipts, acceptances, endorsements, cheques, release, contracts and documents;

To appoint  
attorneys

(11) To provide from time to time for the management of the affairs of the Company in such manner as it thinks fit, and in particular to appoint any person to be the attorney or agent of the Company with such powers (including power to sub-delegate) and upon such terms as may thought fit;

To invest  
moneys

(12) To invest subject to such general or special directives, if any, given by the Governor in this behalf, in securities or in any other Scheduled Bank or Banks to be specifically decided by the Board for having call deposit and opening current account and deal with any of the money's of the Company upon such investment authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as it thinks fit, and from time to time to vary or release such investments;

To sell or  
transfer the  
business or  
property

(13) Subject to the provisions regarding consent of the Governor, to seal or dispose of or transfer the business or property, if any of the Company or any part thereof for such consideration as the Company may deem proper and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of the Company;

To execute  
obligations by  
way of  
indemnity

(14) To execute after obtaining the previous approval of the Government in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any liability for the benefit of the Company such mortgages of the Company's property (present and future) as it thinks fit and any such mortgages may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;

To give  
percentage

(15) Subject to the approval of the Governor to give any person employed by the Company a commission on the profits of any particular business transaction, or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company;

#### XIV. MANAGING DIRECTORS

Appointment of  
Managing  
Directors.

88. (1) The Governor may appoint any one or more of the Directors of the Board (other than those who may be Members of the State Legislature or Parliament) to be the Managing Director and/or Joint Managing Director for such period and upon such terms as he may think fit, for the conduct or management of the business of the company subject to the control or supervision of the Board of Directors. The Managing Director or Joint Director so appointed may be authorised by the Board to exercise such of the powers and discretion in relation to the affairs of the Company as are specifically delegated to him/them by the Board and are not required to be done by the Board of Directors of the Company at the General Meeting under the Act.

(2) The Managing Director or Managing Directors shall be paid such salary and allowances as may be fixed by the Governor.

(3) In the absence of Managing Director on leave or otherwise the Board may with the previous approval of Governor empower any other Director or any principal officer of the Company to perform all or any of his functions provided when such absence is not likely to exceed 3 months the previous approval of Governor shall not be necessary.

#### XV. FINANCIAL ADVISER AND CHIEF ACCOUNTS OFFICER

Appointment  
of Financial  
Adviser and  
Chief Accounts  
Officer.

89. The Governor may appoint Financial Adviser and Chief Accounts Officer for such term and at such remuneration as he may think fit and may from time to time remove him from office and appoint another in his place.

#### XV. A SECRETARY

90. A secretary may be appointed by the Board for such time and at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

(16) To make, vary and repeal from time to time bye-laws for the regulation of the business of the Company, its officer and servants;

To make  
bye-laws.

(17) To establish from time to time and at any time any Local Board for managing any of the affairs of the Company in any specified locality in the State of Maharashtra, or out of Maharashtra and to appoint any persons to be members of such Local Board and to fix their remuneration; and from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board of Directors other than their powers, to make calls; and to authorise the members for the time being of any such Local Boards or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made in such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annual or vary any such delegation;

To establish  
Local Board.

(18) To enter into all such negotiations and contracts and rescind any vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;

To make  
contracts etc.

(19) To delegate all or any of the powers, authorities and discretion for the time being invested in it, subject, however to the ultimate control and authority being retained by it.

To delegate  
powers.

87. Without prejudice to the generality of the above provisions, of Board shall reserve for decision of the Governor :

Specific power  
of Board to  
make rules.

(1) Rules of the Company governing the conditions of services of the Employees Provident Fund and other rules, creation of Reserve and Special Funds;

(2) Sale, lease or disposal otherwise of the whole or substantially the whole of the undertaking of the Company;

(3) formation of a Subsidiary Company.

### XVI. MINUTES

91. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers and of the proceedings of all meetings of the Directors and Committees and of attendance thereat and all business transacted at such meetings, in accordance with the provisions of section 193 of the Act and any such minutes of general meeting, if purporting to be signed within 14 days from the conclusion of such general meeting, by the Chairman of such meeting, or in accordance with the provisions of sub-section 1A (b) of section 193 of the Act and in case of minutes of Director of Committee of Directors by the Chairman of the meeting or Chairman of the succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Board to cause minutes to be made in Books.

### XVII. SEAL

92. (1) The seal shall not be affixed to any instrument (other than a Share Certificate) except by the authority of a resolution of the Board of Directors and in the presence of one Director at the least; provided however, the Board of Directors may authorise by a resolution the Managing Director or any Director to affix the seal on any instrument (other than a Share Certificate) wherever it is legally required. In the case of Share Certificate, the seal shall be affixed in the presence of : (1) Two Directors and (2) the Secretary or some other person appointed by the Board for the purpose.

Seal.

(2) The Board shall provide for safe custody of the seal.

### XVIII. Disqualification Of Directors.

93. The office of a Director shall become vacant if-

- (a) he is found to be of unsound mind by a Court of competent jurisdiction ;
- (b) he applies to be adjudicated an insolvent;
- (c) he is adjudged an insolvent;
- (d) he is convicted by a Court in India for any offence and is sentenced in respect thereof to imprisonment for not less than six months;
- (e) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months form the last date fixed for payment of the call;

Disqualification of Directors.

(f) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of 3 months, whichever is longer, without obtaining leave of absence from the Board;

(g) he or any firm in which he is a partner or any private company of which is a Director, accepts a loan or any guarantee or security for a loan, from the Company;

(h) he fails to disclose the nature of his concern or interest in any contract or arrangement or proposed contract or arrangement entered into by/or on behalf of the Company as required under section 299 of the Act;

(i) he becomes disqualified by order of the Court under section 203 of the Act;

(j) he is removed in pursuance of section 284 of the Act;

(k) he is concerned or participates in the profits of any contract with the Company;

Provided, however, no Director shall vacate his office by reason of his becoming a member of any Company which has entered into contract with or done any work for the Company of which he is a Director but a Director shall not vote in respect of any such contract or work and if he does so vote, his vote shall not be counted.

Disqualification referred to in sub-clauses (c), (d) and (i) above, shall not take effect-

(a) for thirty days from the date of adjudication, sentence or order;

(b) where any appeal or petition is preferred within 30 days aforesaid against the adjudication, or conviction resulting in the sentence or order; until the expiry of seven days from the date on which such appeal or petition is disposed of; or

(c) Where within the seven days of aforesaid, any further appeal or petition in respect of the adjudication, sentence, conviction, or order and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

## XIX. PROCEEDINGS OF BOARD OF DIRECTORS

94. The Managing Director or in his absence the Secretary may at any time convene a meeting of the Board of Directors. Questions arising at any meeting shall be decided by majority of votes. The Chairman shall have second or casting vote.

Managing Director may summon meeting how questions to be decided.

95. A meeting of the Board of Directors shall be held for the despatch of the business of the Company at least once in every three calendar months and at least four such meetings shall be held every year as required under section 285 of the Act. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

Meetings of the Board and their notice.

96. (1) The quorum for a meeting of the Board of Directors of the Company shall be one-third of its strength (total strength as determined by the Act and any fraction in that one-third being rounded off as one), or two Directors, whichever is higher; provided that where at any time, the number of interested Directors exceeds or is equal to two-third of the total strength the number of remaining Directors that is to say the number of Directors who are not interested not being less than two shall be the quorum during such time.

Quorum for Meeting.

★ (2) If a meeting of the Board of Directors could not be held for want of quorum, then, the meeting shall automatically stand adjourned, and the adjourned meeting shall be held after half an hour of the notified time on the same day and at the same place. Such an adjourned meeting would not require quorum.

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★ AMENDMENT (2) : (Vide Special Resolution passed in Extra General Meeting held on 6-11-1982)

Powers of  
Quorum.

97. A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Articles of the Company for the time being vested in or exercisable by the Board of Directors generally.

Chairman and  
Vice Chairman  
of Director's  
meetings.

98. The Governor may from among the Directors nominate one as Chairman and another as Vice-Chairman of the Board of Directors' meetings and determine the period for which they are to hold office. If any meeting, the Chairman is not present the Vice Chairman shall preside over the meeting. If at any meeting both the Chairman and Vice Chairman are not present within 30 minutes after the time of holding the same, the Directors present may choose one of their members to be Chairman of the meeting.

Delegation of  
powers to  
Committee.

99. The Board of Directors may subject to the provisions of sections 292 and 297 of the Act, delegate any of the powers to a Committee consisting of such member or members of their body as they think fit; any Committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. Proceedings of such Committees shall be placed before the Board of Directors at the next meeting.

Chairman of  
Meeting of  
Committees.

100. If no Chairman or Vice-Chairman is nominated or if at any meeting the such nominated Chairman or Vice-Chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the Meeting.

When acts of  
Directors of  
Committee  
valid  
notwithstanding  
defective  
appointment  
etc.

101. All acts done by any meeting of the Board, or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director, provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

Resolution  
without Board  
meeting valid.

102. A resolution in writing signed by all the Directors shall, subject to section 289 of the Act, be as valid and effectual as if it has been passed at a meeting of the Board of Directors duly called and constituted.



103. The Board may, before recommending any dividend set aside out of the profits of the company such sums as they think proper as a reserve fund, to meet contingencies or for equalising dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes as the Board shall in its absolute discretion think conducive to the interest of the Company and may invest the several sums as set aside upon such investments (other than shares of the Company) as it thinks fit from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve funds into such special funds as it thinks fit and employ the reserve funds or any part thereof in the business of the Company; and that without being bound to keep the same separate from the other assets.

**Reserve  
Funds.**

## XXI. DIVIDENDS

104. The profits of the Company available for payment of dividend subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to reserve funds shall, with the approval of the Governor, be divisible among the members in proportion to the amount of capital held by them respectively : Provided always that (subject as aforesaid) any capital paidup on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.

**Dividends.**

105. Where capital is paid-up on any shares in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate profits.

**Capital paidup  
in advance.**

106. The company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits, and may fix the time for payment, but no dividend shall exceed the amount recommended by the Board.

**Declaration of  
Dividends.**

Dividend out of profits and not to carry interest.

107. No dividend shall be payable otherwise than out of profits of the year or other period or any other undistributed profit of the Company and no dividend shall carry interest as against the Company.

When to be demand net profits.

108. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

Interim dividend.

109. The Board may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies.

Debts may be deducted.

110. The Board may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Dividends or bonus payable in specific assets.

111. Any general meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular or paid-up shares, debentures or debenture-stock of the company or paid-up shares, debentures or debenture-stock of any other Company, or in any one or more of such ways; any general meeting may resolve that any money's investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or in the hands of the Company and available for dividend or representing premia received on the issue of shares, and standing to the credit of the shares premium account be capitalised, and distributed amongst the share holders in accordance with the rights on the footing that they become entitled thereto as capital, and that all or any part of such capitalised fund be applied on behalf of the share-holder in paying up in full any unissued shares of the Company and that such unissued shares so fully paid be distributed accordingly amongst the share-holders in the proportion in which they are entitled to receive dividends and shall be accepted by them in full satisfaction of their interest in the said capitalised sum. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less than Rupee 1 may be disregarded in order to adjust the rights of all

parties and may vest any such cases of specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Board, where required by law, a proper contract shall be filed in accordance with section 75 of the Act, and the Board may appoint any persons to sign such contract on behalf of the person entitled to the dividend or capitalised fund, as such appointment shall be effective.

112. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.

Effect of transfer.

113. Subject to the provisions of the Act the Board may retain the dividends payable upon shares in respect of which any person is under the transmission clause (Article 24) entitled to become a member, of which any person under that clause is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

Retention in certain cases.

114. Any one of the several persons who are registered as the joint holders of any shares, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

Dividends to joint holders.

115. Except as otherwise provided in articles 111 and 112 no dividend shall be payable except in cash and shall be paid within forty-two days of its declaration.

Dividend to be in cash.

116. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holders to the registered address of that one whose name stands first on the register in respect of the joint holding, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

Payment by post.

117. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares in the manner hereinafter provided.

Notice of dividends.

## XXII. ACCOUNTS

Accounts to  
be kept.

118. The Company shall cause to be kept proper books of accounts with respect to

(a) All sum of money recieved and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) All sales and purchases of goods by the Company;

(c) The assets and liabilities of the Company;

Inspection of  
Account Books.

119. The books of account shall be kept at the Registered Office of the Company or at such other place as the Board shall think fit and shall be open to inspection by Directors during business hours.

Inspection by  
Members.

120. The Board shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members (not being Directors) and no member (not being a Director) shall have any right on inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by a resolution of the Company in General Meeting.

Annual Account  
and Balance  
Sheet.

121. The Board shall at some date not later than 18 months after the incorporation of the Company and subsequently once at least in every financial year lay before the Company in Annual General Meeting a balance sheet and profit and loss account in the case of the first account since the incorporation of the Company and in any other case since the preceeding account made upto a date not earlier than the date of the meeting by more than 6 months in accordance with the provisions of sections 166 and 210 of the Act.

Annual Report  
of the Board.

122. The Board shall make out and attach to every Balance Sheet a report with respect to the State of the Company's affairs the amount, if any, which it recommends should be paid by way of dividend and the amount, if any, which is proposes to carry to

the Reserve Fund, General, Reserve or Reserve Account Shown specifically on the Balance Sheet or to a Reserve Fund, General Reserve or Reserve Account to be shown specifically in subsequent Balance Sheet. The report shall be signed by the Chairman of the Board of the Directors on behalf of the Board if authorised in that behalf by the Board.

123. The profit and loss account shall subject to the provisions of section 211 of the Act and the Schedule VI referred to therein show, arranged under the most convenient heads the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account so that a just balance of profit and loss may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reason why only a portion of such expenditure is charged against the income of the year.

**Contents of Profit and Loss Account.**

124. The Company shall send a copy of such Balance Sheet and profit and loss Account together with a copy of the auditor's report to the registered address of every member of the Company in the manner in which notices are to be given hereunder at least four days before the meeting at which it is to be laid before the members of the Company.

**Balance Sheet Profit, Profit and Loss Account to be sent to members.**

125. The Board shall in all respect comply with the the provisions of sections 209 and 222 of the Act or any statutory modifications thereof for the time being in force.

**Board to comply with sections 209 to 222 of the Act.**

### **XXIII. AUDIT**

126. Once at least in every financial year the accounts of the Company shall be examined and the correctness of the profit and loss account of Balance Sheet ascertained by one or more auditors.

**Accounts to be audited annually.**

127. The auditors of the Company shall be appointed or re-appointed by the General Government on the advise of the Comptroller and Auditor-General of India and his/their remuneration, rights and duties shall be regulated by sections 224 to 233 of the Act.

**Appointment of Auditors and their remuneration.**

**Auditor's  
right to attend  
meetings.**

128. The auditors of the Company shall be entitled to receive notice of and to attend any general meetings of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and may make any statement or explanation they desire with respect to the accounts.

**Power of the  
Comptroller and  
Auditor-  
General.**

129. The Comptroller and Auditor-General of India shall have power :

(a) to direct the manner in which the Company's account shall be audited by the auditor/auditors appointed in pursuance of Article 129 hereof and to give such auditor/auditors instructions in regard to any matter relating to the performance of his/their functions as such;

(b) to conduct a supplementary or test audit of the Company's accounts by such person or persons as he may authorise in this behalf; and for the purpose of such audit, to have access, at all reasonable times, to all Account, Account Books, Vouchers, Documents and other papers of the Company and to require information or additional information to be furnished to any person or persons so authorised on such matters, by such person or persons and in such form as the Comptroller and Auditor-General may, by general or special order, direct.

**Comments upon  
or supplement  
to audit report  
by the  
Comptroller and  
Auditor General  
to be placed  
before General  
Meeting.**

130. The auditor/auditors aforesaid shall submit a copy of his/their audit report to the Comptroller and Auditor-General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit. Any such comments upon or supplement to the audit report shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the Audit Report.

**Annual report to  
be laid before  
State  
Legislature.**

131. The State Government shall cause and annual report on the working and affairs of the Company to be-

(a) prepared within the 3 months of its Annual General Meeting before which the audit report is placed; and

(b) as soon as may be after such preparation, laid before both the House of the State Legislature with a copy of the audit report and comments or supplement referred to in Article 131.

132. Every account of the Board, when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within 3 months next after the approval thereof. Whenever any such error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

When  
accounts  
deemed finally  
settled.

#### XXIV. RIGHTS OF THE GOVERNOR

133. Notwithstanding anything contained in any of these Articles, the Governor may, from time to time, issue such directives as he may consider necessary in regard to the finances, conduct of the business and affairs of the Company and in like manner vary and annual such directives. The Company shall give immediate effect to the directives so issued. In particular the Governor will have the powers :

Rights of the  
Governor.

- (i) to give directions to the Company as to the exercise and performance of its functions in matters involving national security and substantial public interest;
- (ii) to call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time;
- (iii) to approve the Company's Five-Year Plans, Annual Plans of development and the Company's Capital Budget;
- (iv) to approve the Company's Revenue Budget in case there is an element of deficit which is proposed to be met by obtaining funds from the Government, and
- (v) to approve agreements involving foreign collaboration proposed to be entered into by the Company.

#### XXV. NOTICES

134. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address), to the address, if any supplied by him to the Company for the giving of notice to him.

How notice to  
be served on  
members.

Notification of  
address by a  
holder of  
registered  
shares having  
no registered  
place of  
address.

135. A holder of registered share who has no registered place of address, may from time to time, notify in writing to the Company and address, which shall be deemed to be his registered place of address, within the meaning of the last preceding article.

When Notice  
may be given by  
advertisement.

136. If a member has no registered address and has not supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company, shall be deemed to be duly given to him on the day on which the advertisement appears.

Notice to joint  
holders.

137. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder whose name appears first in the register in respect of the share.

How notice to  
be given to  
representatives  
of deceased or  
bankrupt  
member.

138. A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have given if the death or insolvency had not occurred.

To whom Notice  
of General  
Meetings be  
given.

139. Notice of every general meeting shall be given in the same manner hereinbefore authorised to ~~(a)~~ every member of the Company except those members who having no registered address have not supplied to the Company an address for the giving of notice to them and also to (b) every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency would be entitled to receive notice of the meeting, provided the Company has due notice, (c) every person who, by operation of law, transfer, or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address and title to the share being notified to the Company shall be duly given to the person from whom he derives his title to such share.

Transferees etc.  
bound by prior  
notice.



140. The signature to any notice to be given by the Company may be written or printed.

How notice to be signed.

141. Where a given number of day's notice or notice extending over any other period is required to be given, the day of services shall, unless it is otherwise provided, be counted in such number of days or other period.

Period of Notice how calculated.

## XXVI. WINDING UP

142. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital at the commencement of the winding up, paid-up or which ought to have been paid-up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution of assets on winding up.

## XXVII. SECRECY CLAUSE

143. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trading of any matter which may be in the nature of a trade secret, mystery of trade of secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the members of the Company to communicate to the public.

Secrecy Clause.

**XXVIII. INDEMNITY****Indemnity**

144. Subject to the provision of section 201 of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board, to pay out the funds of the Company, all costs, losses and expenses which any such officer or servant may properly incur or become liable to by reasons of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attached as a lien on the property of the Company and have priority as between the members over all other claims.

**Individual  
responsibility of  
Directors.**

145. No Director, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expense caused to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys, of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which shall be caused in the execution of the duties of his office or in relation thereto, unless the same happens through his own gross negligence, wilful default, serious misfeasance, deliberate breach of duty or breach of trust.

We the several persons whose names and address are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Serial No.	Name, Address, description and occupation of Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, Address, Description and occupation of witness and their signature
1	2	3	4	5
	<p>Governer of Maharashtra Represented by :</p>			
1	<p>Shri Vasant, son of Shri Balwant Ramrao Mandelkar, 20/5, 'Ravi', Juhu Society, Daulatrao Desai Nagar, Off Juhu Road, Santacruz (West), Mumbai - 400 054. Secretary to the Government of Maharashtra, Social Welfare, Cultural Affairs. Sports and Tourism Department, Mantralaya, Mumbai - 400 032.</p>	Nine (9)	Sd/- (V. B. Mandlekar)	<p>Shri Ram, son of Shri Narayan Hari Gabale, 686, Manjula Niwas, 16th Road, Khar, Mumbai - 400052, Director (Films), Government of Maharashtra.</p>
2	<p>Shri Damodar, son of Shri Kashinath Wasudeo Kenkre 23, Kala Nagar, Bandra (East), Mumbai - 400 051, Director of Cultural Affairs, Maharashtra State.</p>	One (1)	Sd/- (D. K. Kenkre)	<p>Shri Dnyaneshwar, son of Shri Marutirao Ramchandra Dhage, 41, Mangesh Sadan, L. J. Road, Shivaji Park, Mumbai - 400 028.</p>

Bombay, dated this 26th day of September 1977.